

WHITE & CASE LLP
1155 Avenue of the Americas
New York, New York 10036-2787
Telephone: (212) 819-8200
Facsimile: (212) 354-8113
J. Christopher Shore (JCS – 6031)
Harrison L. Denman (HD – 1945)

- and -

MILBANK, TWEED, HADLEY & MCCLOY LLP
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219
Gerard Uzzi (GU – 2297)

Attorneys for the Ad Hoc Group
of Junior Secured Noteholders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	
)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**SECOND AMENDED VERIFIED STATEMENT OF WHITE & CASE LLP AND
MILBANK, TWEED, HADLEY & MCCLOY LLP PURSUANT TO FEDERAL RULE
OF BANKRUPTCY PROCEDURE 2019**

In connection with the above-captioned chapter 11 cases (the “Chapter 11 Cases”) commenced by the debtors on May 14, 2012, White & Case LLP (“White & Case”) and Milbank, Tweed, Hadley & McCloy (“Milbank” and, together with White & Case, “Counsel”) hereby submit this second amended verified statement (the “Second Amended Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with Counsel’s representation of the ad hoc group (the “Ad Hoc Group”) of holders of those certain 9.625% Junior Secured Guaranteed Notes due 2015 (the “Notes”) issued

by debtor Residential Capital, LLC pursuant to that certain Indenture dated June 6, 2008 and respectfully states as follows:

1. As of the date of this Second Amended Statement, Counsel represents the Ad Hoc Group comprised of each of the entities identified in Exhibit A hereto (with its affiliates, each a “Member”) in connection with these Chapter 11 Cases. As of the date of this Second Amended Statement, each Member is a holder of the Notes.

2. In November 2011 certain holders of the Notes contacted Counsel to represent them in connection with the Notes. In the intervening months before the commencement of the Chapter 11 Cases, certain holders joined and/or left the Ad Hoc Group.

3. On June 14, 2012, Counsel filed a verified statement pursuant to Bankruptcy Rule 2019 in connection with Counsel’s representation of the Ad Hoc Group [Docket No. 378] (the “June 2012 Statement”).

4. On June 22, 2012, Counsel filed a Notice of Filing of Corrected Exhibit A revising the June 2012 Statement [Docket No. 488].

5. On May 7, 2013, Counsel filed an amended verified statement pursuant to Bankruptcy Rule 2019 in connection with Counsel’s representation of the Ad Hoc Group [Docket No. 3627] (the “Amended Statement”).

6. On May 17, 2013, Counsel filed a supplement to the Amended Statement [Docket No. 3770].

7. Since the filing of the Amended Statement, Counsel was retained as special bankruptcy counsel by UMB Bank, N.A. in its capacity as the trustee for the Notes (the “Trustee”). As of the date of this Second Amended Statement, Counsel represents only the Ad Hoc Group and the Trustee and does not represent or purport to represent any other entities in

connection with the Chapter 11 Cases. In addition, the Ad Hoc Group represents only the interests of its Members and does not represent or purport to represent any other entities in connection with the Chapter 11 Cases.

8. As of November 1, 2013, Members of or entities managed by Members of the Ad Hoc Group held approximately \$1,065,625,889 in aggregate face amount of the Notes. In accordance with Bankruptcy Rule 2019, set forth on Exhibit A is the address of each Member and all disclosable economic interests, including original face amount of Notes before any paydown, for each Member. The information contained in Exhibit A is based upon information provided by the Members to Counsel and is subject to change.

9. Nothing in this Second Amended Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, any Member's rights to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

10. The undersigned, who are partners of White & Case and Milbank, respectively, verify that the following is true and correct to the best of their knowledge.

Dated: November 5, 2013
New York, New York

WHITE & CASE LLP

By: /s/ J. Christopher Shore
J. Christopher Shore
1155 Avenue of the Americas
New York, New York 10036-2787
Telephone: (212) 819-8200
Facsimile: (212) 354-8113

- and -

MILBANK, TWEED, HADLEY & MCCLOY LLP

By: /s/ Gerard Uzzi
Gerard Uzzi
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

EXHIBIT A

(All information provided herein is as of November 1, 2013)

<u>NAME</u>	<u>ADDRESS</u>	<u>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST</u>
Alliance Bernstein LP	1345 Avenue of the Americas New York, NY 10105 Attention: Mr. Michael Sohr	\$10,655,445 of Notes \$313,141,464 in current face amount of related RMBS Certificates
Archview Investments Group LP	70 East 55th Street 14th Floor New York, NY 10022 Attention: Mr. Aaron Rosen	\$24,000,000 of Notes
Aurelius Capital Management, LP	535 Madison Avenue 22nd Floor New York, NY 10022 Attention: Mr. Dan Gropper	\$495,911,000 of Notes \$41,976,312 in current face amount of related RMBS Certificates
Davidson Kempner Capital Management LLC	65 East 55th Street 20th Floor New York, NY 10022 Attention: Ms. Sara Tirschwell	\$183,000,000 of Notes \$122,076,200 in current face amount of related RMBS Certificates \$110,000,000 of 6.5% notes due 4/17/2013 \$10,000,000 of 6.875% notes due 6/30/2015
Intermarket Corporation	1370 Avenue of the Americas New York, NY 10019 Attention: Jerome Noto	\$8,000,000 of Notes
KS Management Corporation	11 West 42nd Street 30th Floor New York, NY 10036 Attention: Mr. Giac Picco	\$1,200,000 of Notes

Marathon Asset Management, L.P.	One Bryant Park 38th Floor New York, NY 10036 Attention: Mr. Daniel Pine	\$238,550,000 of Notes \$25,000,000 of 6.5% notes due 4/17/2013 \$6,215,000 of 6.875% notes due 6/30/2015
Pentwater Capital Management LP	227 W Monroe Suite 4000 Chicago, IL 60606-5099 Attention: Mr. Barrett Eynon	\$7,797,444 of Notes
Silver Point Capital LP	Two Greenwich Plaza Greenwich, CT 06830 Attention: Mr. Rich Parisi	\$12,254,000 of Notes
UBS AG	Region Americas Legal 677 Washington Boulevard Stamford, CT 06901 Attention: Mr. Kiye Sakai	\$34,382,000 of Notes
Venor Capital Management LP	7 Times Square Suite 3505 New York, NY 10036 Attention: Mr. Michael Scott	\$15,000,000 of Notes
York Capital Management	767 Fifth Avenue 17th Floor New York, NY 10153 Attention: Ms. Jeanne Manischewitz	\$34,876,000 of Notes